

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§ Chapter 11
	§
DIAMOND SPORTS GROUP, LLC, <i>et al.</i> , ¹	§ Case No. 23-90116
	§
Debtors.	§ (Jointly Administered)

**AZPB LIMITED PARTNERSHIP’S RESPONSE TO
DEBTORS’ (1) OMNIBUS OBJECTION TO EMERGENCY
CONSIDERATION OF MOTIONS; AND (2) MOTION TO
ADJOURN HEARING REQUESTED FOR APRIL 13, 2023 TO MAY 12, 2023
[Relates to Dkt. No. 311]**

AZPB Limited Partnership, a Delaware limited partnership, dba Arizona Diamondbacks (the “Diamondbacks”) submits its *Response* (this “Response”) to *Debtors’ (1) Omnibus Objection to Emergency Consideration of Motions; and (2) Motion to Adjourn Hearing Requested for April 13, 2023 to May 12, 2023* [Docket No. 311] (the “Objection”). In support of this Response, the Diamondbacks respectfully state as follows:

Argument

I. Emergency Consideration is Warranted

1. As detailed in the MLB Motion² and the Diamondbacks Motion, the Debtors are parties to Telecast Rights Agreements (collectively, the “TRAs”) from which the Debtors obtain most of the major professional sports product that they will provide to their customers during the period reflected in their current cash collateral budget. Prepetition, and now postpetition, the Debtors *admit* that they decided to broadcast the content without paying for it.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.ra.kroll.com/DSG>. The Debtors’ service address for purposes of these chapter 11 cases is: c/o Diamond Sports Group, LLC, 3003 Exposition Blvd., Santa Monica, CA 90404.

² Capitalized terms not defined herein shall have the same meanings ascribed to them as in the Objection.

2. The First Day Motions disclosed the Debtors' Petition Date cash position and their projected 13-week cash position, but disclosed *nothing* about the postpetition obligations the Debtors intended to accrue, nor their intention to disregard the Bankruptcy Local Rules for the Court that provide that "[t]he debtor must pay on a current basis all obligations incurred by it in operating its business." BLR 4002-1(h).

3. By the Debtors' requested hearing date of May 12, 2023, about one quarter of the MLB regular season will have been played. The Debtors have broadcast, and seem to intend to continue to broadcast, the Diamondbacks' games and other Clubs' games, as identified in the MLB Motion. The Debtors have not disclosed any other ongoing obligations that they do not intend to pay. Yet just the *unpaid* obligations to the Diamondbacks and other Clubs will total tens of millions of dollars in unpaid postpetition obligations.

4. In the face of rapidly increasing postpetition obligations, the Objection asserts "there is no basis for emergency consideration."

5. The Diamondbacks assert that the Debtors' ability or inability to pay *all* of their obligations incurred in operating their business on a current basis is a matter that the Court and all interested parties should consider on an expedited basis, before the new accrual of tens of millions of dollars in obligations.

6. The Objection conflates the Debtors' liquidity and authority to use cash collateral with administrative solvency. Objection ¶ 7. As detailed in the Diamondbacks Motion, the Debtors have the liquidity and authority to pay their postpetition obligations even though all their assets are encumbered, and likely far over-encumbered. Despite having the ability and authority to perform their postpetition obligations, the Debtors are choosing to accrue postpetition administrative expenses in a significant but unknown amount.

II. Timing and Procedure to Consider the Motions

7. The Diamondbacks requested consideration for the Diamondbacks Motion to be heard on April 13, 2023, to coincide with the scheduled hearings related to the First Day Motions and the MLB Motion. The Diamondbacks were informed of a joint request to continue that hearing to April 19, 2023. The Diamondbacks, through counsel, informed the Debtors, the Official Committee of Unsecured Creditors (the “Committee”), and MLB that they would continue the hearing on the Motion to April 19, 2023 as well.³

8. The Objection states that “[t]he Motions were filed with no advance warning. . .” Objection ¶ 14. For the Diamondbacks Motion, that is not accurate. Last Thursday, April 6, the Diamondbacks Motion and scheduling *was* discussed with the Debtors’ counsel and briefly with the Committee’s counsel.⁴

9. During an extended discussion with the Debtors’ counsel, **no** evidentiary issues were identified concerning the Diamondbacks Motion. The parties discussed the Debtors’ intention to offer fair market value evidence for the other TRAs, but the Debtors’ counsel acknowledged that the Diamondbacks’ TRA is at market, causing that evidence to be unnecessary.

10. The Objection states, “the fact that movants have **not** agreed to a modest three week adjournment demonstrates the unreasonableness of their position.” Objection ¶ 1 (bolding in original). The Diamondbacks are willing to accommodate the needs of the case and the parties. But they are parties to an executory contract with the Debtors, and as such, the TRA may be assumed or rejected in total. *Century Indem. Co. v. Nat’l Gypsum Co. Settlement Tr. (In re Nat’l*

³ The Debtors proposed May 1, 2023. The Diamondbacks’ anticipated primary witness and counsel are unavailable on May 1. The Diamondbacks’ anticipated witness is not available to testify between May 1 and May 15. Both of the Diamondbacks’ senior counsel have long scheduled travel outside the continental U.S. starting on May 10, 2023.

⁴ The Diamondbacks attempted to contact the U.S. Trustee’s Office, but those efforts were unsuccessful until after the Diamondbacks Motion was on file.

Gypsum Co.), 208 F.3d 498, 506 (5th Cir. 2000). The Diamondbacks are unaware of any legal authority for the Court to disregard the TRA and require the Diamondbacks to provide postpetition services at a rate established by the Court. Nor are the Diamondbacks aware of a factual basis for such relief.

11. Therefore, the Diamondbacks propose and maintain that the correct procedure is for the Debtors to respond to the substance of the Diamondbacks Motion on an expedited basis, with the Diamondbacks filing a reply on an expedited basis. Once the issues are better developed through the pleadings, the parties and the Court can consider if an evidentiary hearing is necessary.

III. The Diamondbacks Motion is Neither Premature Nor Untimely

12. The Objection argues both that the Diamondbacks Motion is premature and untimely. The Objection begins “[t]he Motions were filed less than a month into these cases . . .” Objection ¶ 1. The Objection argues that the “Debtors’ telecast rights agreements portfolio is the lifeblood of their business and the core assets around which they intend to restructure their business.” *Id.* ¶ 9. “The Debtors are in the embryonic stages of their chapter 11 cases and cannot be reasonably expected to make assumption/rejection decisions on those core assets within the first three weeks of their chapter 11 life.” *Id.* Yet the Objection criticizes the Diamondbacks by asserting that “although their grace period expired on March 16, 2023, they waited until 21 days later to seek relief from this Court . . .” *Id.* ¶ 5.

13. It is true that these are newly filed cases. But where, as here, the Debtors announce their intention to continue to consume the Diamondbacks’ product *without paying for it*, the Court needs to address the situation promptly, and from the outset. The Debtors may not compel the Diamondbacks to fund their reorganization by providing product without current compensation.

14. The Objection asserts that it is just “an additional three and a half weeks” (¶ 5)—but it will be almost *two months* since the Diamondbacks were due payment. By May 12, 2023,

the Diamondbacks will have played, and the Debtors are anticipated to have locally broadcast 39 games in a 162-game regular season.⁵ Simply because it is early in the case is not a justification to permit the Debtors to broadcast the Diamondbacks' games without paying for them while collecting subscriber and advertising revenue. On the contrary – now is the time for the Debtors to decide whether the benefits they derive from the TRA are equal to or greater than the expense associated with broadcasting the games.

15. Nor have the Diamondbacks been dilatory. As reflected in the Diamondbacks Motion (at 7 ¶ 31), the Debtors consciously decided *not* to pay them as required prepetition. The Diamondbacks immediately gave notice of the Debtors' default, and, *but for* the chapter 11 petitions, the TRA would have terminated on March 16, 2023. Objection ¶ 5.

16. No postpetition payments were due to the Diamondbacks under the TRA until after the regular season began on March 30, 2023. The TRA provides for payments based on the number of regular season games that are broadcast. The Debtors first broadcast a Diamondbacks game on March 30, 2023. The Diamondbacks filed their Motion *within a week* of the Debtors commencing broadcasts of their regular season games. That broadcasting continues almost daily⁶ and needs to be promptly addressed for the reasons above. Without the Court hearing the Diamondbacks Motion early on, the Diamondbacks will be irreparably harmed if the Debtors continue to consume the Diamondbacks' product, without compensation, meanwhile the Debtors' cash position dwindles, and they refuse to commit to pay for the Diamondbacks services that they are using.

Conclusion

17. The Debtors repeatedly use the phrase “grace period” for their decisions not to perform their obligations pre and postpetition (despite an ability to do) until they are compelled to

⁵ MLB has the right to select games for national broadcast, but MLB has not yet informed the parties if it intends to do so before May 12, 2023.

⁶ As noted in the sealed Motion, the Court can see the significant per-game amount that it is costing the Diamondbacks to endure the Debtors' game of wait and see. Diamondbacks Motion at 8 ¶ 34.

do so. The Diamondbacks ask that the Court compel them to immediately perform their postpetition obligations. The Diamondbacks request that the Court (a) require a response to the Diamondbacks Motion on an expedited basis, (b) allow the Diamondbacks to file a reply on an expedited basis, and (c) schedule an initial non-evidentiary hearing on the Motions as soon as possible consistent with the needs of the case. If the response or initial hearing show that factual issues exist requiring the presentation of evidence, that can be addressed by the parties or by the Court at the initial hearing.

Respectfully submitted this 11th day of April 2023.

GRAY REED

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Certificate of Service

The undersigned hereby certifies that on the 11th day of April 2023, he caused a true and correct copy of the foregoing pleading to be served via the Court's electronic case filing system (ECF) on all parties to this proceeding who have so-subscribed and via the means indicated to the parties listed on **Exhibit A** attached hereto.

/s/ Micheal W. Bishop

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